

**CORRECTION TO MEMORANDUM OF OPERATING AGREEMENT
AND FINANCING STATEMENT
(LOUISIANA)**

This Correction to Memorandum of Operating Agreement and Financing Statement (Louisiana) entered into by and between LLOG Exploration Offshore, Inc. as Operator, and Davis Offshore, L.P., as Non-Operating Party:

WITNESSETH: THAT,

WHEREAS, Operator and Non-Operating Party, entered into that certain Memorandum of Operating Agreement and Financing Statement (Louisiana) effective December 12, 2002 and recorded in Conveyance Book No. 2161, Page 634, File # 1328132, in Mortgage Book No. 2201, Page 579, File # 1328132 and in Uniform Commercial Code Book under File # 1328132 of the records of Terrebonne Parish, Louisiana; and

WHEREAS, it has come to the attention of Operator and Non-Operating Party that an error exists in the Contract Area of Attachment "1" to said Memorandum; and

WHEREAS, Operator and Non-Operating Party mutually desire to correct this error to the extent delineated hereinafter and only to such extent.

NOW, THEREFORE, Operator and Non-Operating Party hereby agree to correct said Attachment "1" to Memorandum of Operating Agreement and Financing Statement as follows:

*
THAT the entire Contract Area of Attachment "1" and reading:

I. Contract Area:

Oil and Gas Lease dated effective June 1, 2002, bearing Serial No. OCS-G 24154, between the United States of America, acting through the Regional Director, Gulf of Mexico OCS Region, Minerals Management Service, as Lessor, LLOG Exploration Offshore, Inc. and Davis Offshore, L.P., as Lessee, covering and affecting lands described as Green Canyon, Block 157, Official Protraction Diagram, NG 15-03.

Oil and Gas Lease dated effective May 1, 1990, bearing Serial No. OCS-G 12210, between the United States of America, acting through the Regional Director, Gulf of Mexico OCS Region, Minerals Management Service, as Lessor, and BP Exploration Inc., as Lessee, covering and affecting lands described as Garden Banks, Block 201, OCS Official Protraction Diagram, NG 15-3, insofar and only insofar as lease covers the northeast quarter (NE/4) from the surface down to 17,000 feet true vertical depth subsea.

shall be and is hereby corrected to read:

I. Contract Area:

Oil and Gas Lease dated effective June 1, 2002, bearing Serial No. OCS-G 24154, between the United States of America, acting through the Regional Director, Gulf of Mexico OCS Region, Minerals Management Service, as Lessor, LLOG Exploration Offshore, Inc. and Davis Offshore, L.P., as Lessee, covering and affecting lands described as Green Canyon, Block 157, Official Protraction Diagram, NG 15-03.

Oil and Gas Lease dated effective May 1, 1990, bearing Serial No. OCS-G 12210, between the United States of America, acting through the Regional Director, Gulf of Mexico OCS Region, Minerals Management Service, as Lessor, and BP Exploration Inc., as Lessee, covering and affecting lands described as Green Canyon, Block 201, OCS Official Protraction Diagram, NG 15-3, insofar and only insofar as lease covers the northeast quarter (NE/4) from the surface down to 17,000 feet true vertical depth subsea.

Further, Operator and Non-Operating Party agree that, except as herein corrected, the herein above Memorandum of Operating Agreement and Financing Statement shall remain unchanged and as originally written. Insofar as may be necessary, Operator and Non-Operating Party acknowledge said Memorandum, as corrected, is presently a valid, subsisting, and continuing Memorandum of Operating Agreement and Financing Statement.

OPERATOR:

LLOG Exploration Offshore, Inc.

By: Gerald P. Whitman
 Printed Name: Gerald P. Whitman
 Title: Vice President - Land
 Date: 9/9/09

WITNESSES:

Kay Bonura
 Printed Name of Witness: Kay Bonura
Alisha Viger
 Printed Name of Witness: Alisha Viger

NON-OPERATING PARTY:

Davis Offshore, L.P.

By: Michael S. Reddin
 Printed Name: Michael S. Reddin
 Title: President and Chief Executive Officer
 Date: September 1, 2009

WITNESSES:

Ed T. Torgel
 Printed Name of Witness: Ed T. Torgel
J. A. Samsbury
 Printed Name of Witness: J. A. Samsbury

ACKNOWLEDGMENT

OPERATOR:

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 9th day of September 2009, before me, appeared **Gerald P. Whitman**, to me personally known, who, being by me duly sworn, did say that he is the Vice President - Land of **LLOG Exploration Offshore, Inc.**, a Louisiana corporation, and that the foregoing instrument was signed on behalf of the corporation by authority of its Board of Directors and that he acknowledged the instrument to be the free act and deed of the corporation.

Judy Reimel
Notary Public - St. Tammany Parish
My Commission Issued for Life
Notary No. 60007



NOTARY PUBLIC

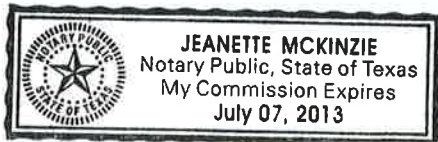
ACKNOWLEDGMENT

NON-OPERATING PARTY:

STATE OF TEXAS

COUNTY OF HARRIS

On this 1st day of September, 2009, before me, appeared Michael S. Reddin, to me personally known, who, being me duly sworn, did say that he is the President and Chief Executive Officer of **Davis Offshore, L.P.**, a Limited Partnership, and that the foregoing instrument was signed on behalf of the partnership and that he acknowledged the instrument to be the free act and deed of the partnership.





Notary Public